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August 20, 1990

RECORDATION NO. 16456-D FILED 1425

AUG 20 1990 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

AUG 20 9 32 AM '90
NOTOR OPERATING UNIT

Dear Ms. Lee:

Please find enclosed an Amendment dated August 7, 1990, to a Net Master Lease of Railroad Equipment between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: Union Pacific Railroad
1416 Dodge Street
Omaha, NE 68179

Please record this document as ICC Recordation #16456-D. The filing fee of \$15 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

C. Dunsby-Pearce
Mary Ann Oster

AMENDMENT

AUG 20 1990 - 9 40 AM

The documents listed below contain a description of ~~Interstate Commerce Commission~~ subject to a Net Master Lease of Railroad Equipment known as Lessee's C.D. No. 54792-29 between Helm Financial Corporation, as lessor ("Helm") and Union Pacific Railroad Company, as lessee ("Lessee") dated January 23, 1989 (the "Lease"):

1. Annex A to that certain Memorandum of Lease of Railroad Equipment dated as of January 23, 1989 between Helm and Lessee and filed as Recordation No. 16456-A on August 1, 1989 at 2:25 p.m. with the Interstate Commerce Commission.

2. Annex A to the Lease.

3. That certain Certificate of Acceptance to the Lease.

The description of Equipment numbers in all documents listed above is hereby amended to include UPFE 461273 and to delete UPFE 461328.

This Amendment may be executed in one or more counter parts and all counterparts when taken together shall constitute one document.

IN WITNESS WHEREOF, the parties have executed this Amendment this 7th day of August, 1990.

Attest:

John F. Dains
Print Name JOHN F. DAINS
and Title VP-FINANCE

HELM FINANCIAL CORPORATION

By: Richard Kirchner
Print Name: RICHARD KIRCHNER
Its: PRESIDENT

Attest:

LS Anderson
Print Name
and Title Mgr. Leasing

UNION PACIFIC RAILROAD COMPANY

By: D.H. Rettinger
Print Name: D.H. Rettinger
Its: AVP-PURCHASING

STATE OF NEBRASKA

COUNTY OF DOUGLAS

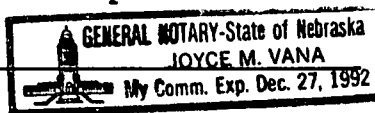
}
}
} SS.
}

I, Joyce M. Vana, a Notary Public in and for the state
and county aforesaid, do hereby certify that D. H. Rettinger,
of Union Pacific Railroad, a Utah
corporation, whose name is subscribed to the foregoing instrument, appeared
before me this day in person and acknowledged that he/she is
Assistant V.P.-Purchasing of said corporation, he/she signed, sealed and delivered
the aforesaid instrument and caused the corporate seal of said corporation
to be affixed thereto, pursuant to authority of its Board of Directors, as
his free and voluntary act and as the free and voluntary act and deed of said
corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 7 day of August, 1990.

Joyce M. Vana
Notary Public

My commission expires:



STATE OF California }
COUNTY OF San Francisco } SS.

I, Karen Staudenmaier, a Notary Public in and for the state and county aforesaid, do hereby certify that Richard C. Kirchner, President of Helm Financial Corporation California corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/~~she~~ is President of said corporation, he/she signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 30th day of July, 1990.

Karen Staudenmaier
Notary Public

My commission expires:

July 26, 1993

